



MILLENNIUM CHALLENGE CORPORATION OFFICE OF GENERAL COUNSEL

GENERAL COUNSEL'S CERTIFICATION

I hereby certify that the agenda items listed below, which are scheduled for presentation and discussion at the May 6, 2004 meeting of the Board of Directors of the Millennium Challenge Corporation, properly may be closed to public observation and the record of the meeting withheld from the public under Exemptions 1 and 2 of the Government in the Sunshine Act. Exemption 1 authorizes closing a meeting if the meeting is likely to disclose matters that are specifically authorized to be kept secret in the interests of U.S. foreign policy and are in fact properly classified. Exemption 2 authorizes closure if the meeting is likely to disclose information that relates solely to the internal personnel practices of an agency. *See* 5 U.S.C. § 552b(c)(1) and (2).

Agenda Items and Relevant Exemptions:

- **II. B. Discussion and selection of eligible countries**
 - **Exemption 1** (5 U.S.C. § 552b(c)(1))
- **II. C. Discussion of threshold (“near miss”) countries**
 - **Exemption 1** (5 U.S.C. § 552b(c)(1))
- **II. D. Discussion of personnel matters**
 - **Exemption 2** (5 U.S.C. § 552b(c)(2))

[Signature on File]
Jon A. Dyck
Vice President and General Counsel

April 21, 2004
Date